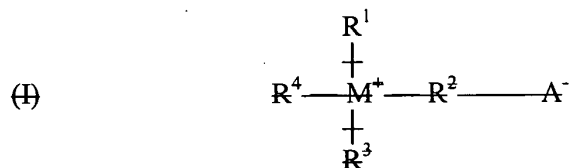


### Amendments to the Claims

1. (Currently amended) A process of preparing a rubber composition which contains a dispersion of intercalated and at least partially exfoliated smectite clay, wherein said smectite clay is intercalated and exfoliated in situ within an elastomer host and in the absence of pre-swelling the clay in an aqueous dispersion thereof, which comprises blending, based upon parts by weight per 100 parts by weight rubber (phr):

- A. 100 phr of at least one hydrocarbon diene-based elastomer,
- B. about one to about 20 phr of said smectite clay wherein said smectite clay is selected from montmorillonite clay and hectorite clay and mixtures thereof,
- C. hydrocarbyl-onium quaternary ammonium salt, and
- D. about 20 to about 99 phr of at least one additional reinforcing filler comprised of carbon black, synthetic amorphous silica or silica treated carbon black and mixtures thereof;

~~wherein said hydrocarbyl-onium salt is of the general formula (I) represented in an ionized form comprised of a cation and an anion (A<sup>-</sup>):~~



~~wherein R<sup>1</sup> is hydrogen or an alkyl group containing from one to three carbon atoms; R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are individually selected from alkyl groups having from one to 40 carbon atoms and allyl and aryl groups having from 6 to 40 carbon atoms; and~~

~~wherein A<sup>-</sup> is an anion selected from one of chloride, bromide, iodide, fluoride, cyanide, nitrate, hydroxide, thiocyanate, perchlorate, chlorate, bromate, permanganate, formate, acetate, propionate, benzoate, m-toluate, p-toluate, salicylate, methane sulfonate, bisulfate, bicarbonate, dihydrogen phosphate, phenoxide, pierate, methoxide, alkoxide and~~

~~like anions having a single negative charge,, and wherein M is selected from nitrogen, sulfur or phosphorous.~~

2. (Cancelled)

3. (Cancelled)

4. (Cancelled)

5. (Cancelled)

6. (Cancelled)

7. (Cancelled)

8. (Currently amended) The process of claim 1 wherein said ~~hydrocarbon-onium~~ salt is a quaternary ammonium salt is used in an amount of about 0.5 to about 2 moles of ammonium moiety per mole of sodium ion of said clay.

9. (Currently amended) The process of claim 1 wherein said ~~hydrocarbon-onium~~ quaternary ammonium salt is selected from methyl trialkyl ammonium chloride, trimethyl alkyl ammonium chloride, dimethyl dialkyl ammonium chloride, dimethyl alkyl allyl ammonium chloride and dimethyl diallyl ammonium chloride.

10. (Original) A rubber composition prepared by the process of claim 1.

11. (Currently amended) A rubber composition prepared by the process of claim ~~8~~ 1 wherein said ~~clay is a montmorillonite or hectorite clay.~~

12. (Currently amended) A rubber composition prepared by the process of claim ~~8~~ 1 wherein said ~~clay is a montmorillonite or hectorite clay.~~   
[[7]] 9.

13. (Original) An article of manufacture having at least one component of a rubber composition comprised of the rubber composition of claim 10.

14. (Original) A tire having at least one component of a rubber composition comprised of the rubber composition of claim 10.

15. (Original) A tire having at least one component of a rubber composition comprised of the rubber composition of claim 11.

16. (Original) A tire having at least one component of a rubber composition comprised of the rubber composition of claim 12.

17. (Original) A tire having a tread of a rubber composition comprised of the rubber composition of claim 10.

18. (Original) A tire having a tread of a rubber composition comprised of the rubber composition of claim 12.

19. (Cancelled)

20. (Cancelled)

21. (Currently amended) The process of claim 1 wherein a coupling agent is mixed therewith subsequent to said intercalation of said smectite clay and after at least a partial exfoliation of said intercalated clay to form exfoliated clay platelets, wherein said coupling agent has a moiety which is reactive with hydroxyl groups contained on the surface of the intercalated clay and exfoliated clay platelets and another moiety interactive with at least one of said diene-based elastomers.

22. (Currently amended) An article of manufacture having at least one component ~~of a rubber composition~~ comprised of a rubber composition prepared by the process of claim 21.

23. (New) The process of claim 21 wherein said quaternary ammonium salt is selected from methyl trialkyl ammonium chloride, trimethyl alkyl ammonium chloride, dimethyl dialkyl ammonium chloride, dimethyl alkyl allyl ammonium chloride and dimethyl diallyl ammonium chloride.

24. (New) A tire having at least one component comprised of a rubber composition prepared by the process of claim 21.

25. (New) A tire having at least one component comprised of a rubber composition prepared by the process of claim 23.

26. (New) A tire having a tread comprised of a rubber composition prepared by the process of claim 21.

27. (New) A tire having a tread comprised of a rubber composition prepared by the process of claim 23.